

TRINITY INDUSTRIES, INC.



February 16, 1996

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RECORDATION NO. 15195-GG, HH, FI,

FILED 1996

FEB 23 1996 1 20 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-7)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1996, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

PLEASE NOTE: In filing the above documents and assigning recordation numbers thereto, please be advised that duplicate recordation numbers were mistakenly assigned to the Sixth Supplement documents filed on December 26, 1995, as will be more fully described at the end of this paragraph. The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an

Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to the Equipment Trust Agreement as of September 25, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No 15195-U on September 25, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-V and 15195-W; and the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded un Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-Z and 15195-AA; and the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-N on December 26, 1995, along with the Assignment and Bill of Sale under Recordation Nos. 15195-O and 15195-P, respectfully. As mentioned previously, the last filings on December 26, 1995, in connection with the Sixth Supplement were assigned Recordation Nos. 15195-N, 15195-O and 15195-P, when Nos. 15195-N and 15195-O had been previously assigned to the Assignment and Bill of Sale referenced above in connection with the Second Supplement filed on February 23, 1994. Please correct these recordation numbers prior to assigning recordation numbers to the documents enclosed herewith.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Nine (109) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee is 101 Barclay Street (21W), New York, NY 10286.

The railroad equipment covered by the Seventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

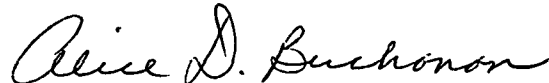
You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted

thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1996, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering One Hundred Twenty Nine (129) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1996, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ab

Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001**

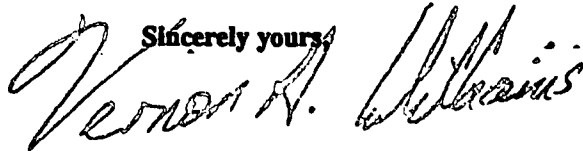
2/23/96

Alice D. Buchanan
Trinity Industries, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/23/96 at 1:30PM, and assigned recordation number(s). 14864-Z, AA, BB, CC, 15195-GG, HH, II, JJ, 16017-LLL, MMM, NNN, 000, 17520-DD, EE, FF and GG.

Sincerely yours,

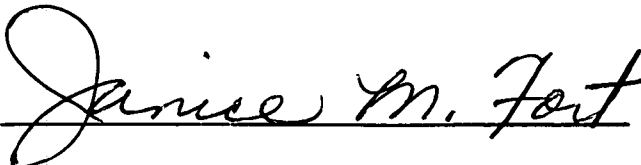


Vernon A. Williams
Secretary

Enclosure(s)

\$ 336.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



15195-66
FEB 23 1996 PM

**SEVENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 5)

Dated as of February 16, 1996

Between

**THE BANK OF NEW YORK
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY

SEVENTH SUPPLEMENT dated as of February 16, 1996 (herein called this "Seventh Supplement"), to the Equipment Trust Agreement dated as of March 15, 1987 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on March 31, 1987 under Recordation No. 15195.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 15195-I. The Second Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 15195-M. The Third Supplement to the Trust Agreement, dated March 17, 1995, between the Company and the Trustee was filed with the ICC on March 21, 1995, under Recordation No. 15195-Q. The Fourth Supplement to the Trust Agreement, dated September 25, 1995, between the Company and the Trustee was filed with the ICC on September 25, 1995, under Recordation No. 15195-U. The Fifth Supplement to the Trust Agreement, dated October 25, 1995, between the Company and the Trustee was filed with the ICC on October 27, 1995, under Recordation No. 15195-Y. The Sixth Supplement to the Trust Agreement dated December 21, 1995, between the Company and the Successor Trustee, was filed with the ICC on December 26, 1995, under Recordation No. 15195-N.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the One Hundred Nine (109) railroad cars comprised of the following: One Hundred Nine (109) railcars covered by existing Lease Agreement dated October 9, 1995, between Trinity Industries Leasing Company and Commonwealth Edison Company (Partial Rider 1) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Seventh Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement and this Supplement.

5. This Seventh Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Seventh Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Seventh Supplement. It shall not be necessary in making proof of this Seventh Supplement to produce or account for more than one such counterpart.

6. This Seventh Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil O'Shoon
Assistant Secretary

By:

F. Dean Phelps
Vice President

[SEAL]

THE BANK OF NEW YORK, Successor Trustee

By:

ROBERT F. McINTYRE
Title: Vice President

Attest:

Ben / Clark

STATE OF TEXAS

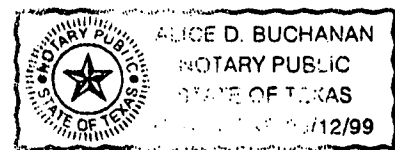
§
§ ss.
§

COUNTY OF DALLAS

On this 14th day of February, 1996, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Alice D. Buchanan

My Commission Expires: _____



[SEAL]

STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 20th day of February, 1996, before me personally appeared ROBERT F. McINTYRE, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Timothy J. Shea

My Commission Expires: May 96

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
129	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9408 - 9536

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
129 Hopper Cars	Lo Covered	2,950 cu. ft.	ERCX 9408 - 9536	12/94